

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re :  
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : Chapter 11 Case No.  
: 08-13555 (JMP)  
Debtors. : (Jointly Administered)  
:  
-----X

AFFIDAVIT AND DISCLOSURE STATEMENT OF ALAN SOPPITT,  
ON BEHALF OF BURNES LLP

CITY OF EDINBURGH )  
 ) ss:  
COUNTY OF MIDLOTHIAN )  
UNITED KINGDOM )

Alan Soppitt, being duly sworn, upon his oath, deposes and says:

1. I am a partner/member of Burnes LLP, located at 50 Lothian Road, Festival Square, Edinburgh EH3 9WJ, Scotland (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide Scots law services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the

Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm \$Nil for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

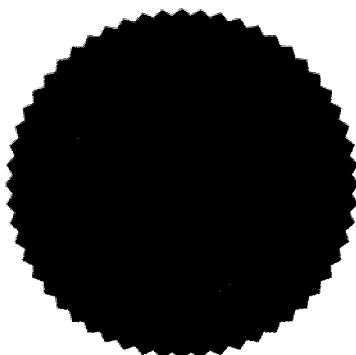
By: Steven Hannah

Subscribed and sworn to before me  
this 5<sup>th</sup> day of May, 2009

Steven Hannah

Notary Public

Steven Hannah



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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN  
BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively,  
the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.  
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Jennifer Sapp  
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Burness LLP  
50 Lothian Road  
Festival Square  
Edinburgh  
EH3 9WJ  
United Kingdom

2. Date of retention: 5 May 2009
3. Type of services provided (accounting, legal, etc.):  
Legal services
4. Brief description of services to be provided:  
Legal services as to Scots law including in relation to the dissolution of  
Scottish limited partnerships and the winding up of Scottish limited  
companies.
5. Arrangements for compensation (hourly, contingent, etc.)  
Hourly
- (a) Average hourly rate (if applicable):  
£380 (partner), £200 (associate)
- (b) Estimated average monthly compensation based on prepetition  
retention (if firm was employed prepetition):  
N/A
6. Prepetition claims against the Debtors held by the firm:  
Amount of claim: \$N/A  
Date claim arose: N/A  
Source of Claim: N/A
7. Prepetition claims against the Debtors held individually by any member,  
associate, or professional employee of the firm:  
Name: N/A  
Status: N/A  
Amount of Claim: \$N/A  
Date claim arose: N/A

Source of claim: N/A

8. Stock of the Debtors currently held by the firm:

Kind of shares: N/A

No. of shares: N/A

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: N/A

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None

11. Name of individual completing this form:

Alan Soppitt